Cherry,

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Attorneys for Defendants American Media, Inc. and Distribution Services, Inc.

UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

SOURCE INTERLINK DISTRIBUTION, L.L.C. and SOURCE INTERLINK COMPANIES, INC.,

Plaintiffs.

- against -

AMERICAN MEDIA, INC., BAUER PUBLISHING CO., LP., CURTIS CIRCULATION COMPANY, DISTRIBUTION SERVICES, INC., HACHETTE FILIPACCHI MEDIA U.S., INC., HUDSON NEWS COMPANY, KABLE DISTRIBUTION SERVICES, INC., TIME INC., TIME/WARNER RETAIL SALES & MARKETING, INC. and THE NEWS GROUP, LP.,

Defendants.

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09-CIV-1152 (PAC)

STIPULATION AND ORDER OF PARTIAL DISMISSAL

WHEREAS, the claims and defenses alleged in the above-captioned action by and among Plaintiffs Source Interlink Distribution, L.L.C. and Source Interlink Companies, Inc., on the one hand, and Defendants American Media, Inc. and Distribution Services, Inc., on the other, have been settled by the parties; it is hereby

STIPULATED, AGREED AND ORDERED by and among the undersigned, that the claims against Defendants American Media, Inc. and Distribution Services, Inc., are dismissed with prejudice and without costs and/or attorneys' fees, each of Plaintiffs and Defendants bearing their own costs and attorneys' fees.

Dated: March 2, 2009

New York, New York

KASOWITZ, BENSON, TORRES &

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Bv:

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Attorneys for Defendants American Media, Inc. and Distribution Services, Inc.

SO ORDERED:

DATED:

0 4 MAR 2009

New York, New York

HONORABLE PAUL A. CROTTY UNITED STATES DISTRICT JUDGE